

**BALL JANIK LLP**

A T T O R N E Y S

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RECORDATION NO.

22630-A FILED

JUN 10 '03

4:39 PM

**SURFACE TRANSPORTATION BOARD**

LOUIS E. GITOMER  
OF COUNSEL  
(202) 466-6532

lgitomer@dc.bjllp.com

June 10, 2003

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed an original and certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment and Agreement, a secondary document, dated as of May 30, 2003. The primary document to which this is connected is recorded under Recordation No. 22630. We request that one copy of this document be recorded under Recordation No. 22630-A.

The names and addresses of the parties to the Memorandum of Assignment and Agreement are:

Assignor:

G Finance Holding Corp.  
Deutsche Bank Group  
1181 C Lake Cook Road  
Deerfield, IL 60015

Assignee:

LaSalle National Leasing Corporation  
One West Pennsylvania Avenue, Suite 1000  
Towson, MD 21204

A description of the equipment covered by the Memorandum of Assignment and Agreement consists of 283 open top hopper cars numbered PSR 1700-1982, inclusive.

BALL JANIK LLP

Honorable Vernon A. Williams

June 10, 2003

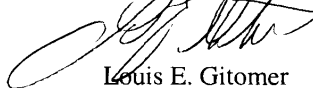
Page 2

A fee of \$ 30.00 is enclosed. Please return the original to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Assignment and Agreement between G Finance Holding Corp., Deutsche Bank Group, 1181 C Lake Cook Road, Deerfield, IL 60015, and LaSalle National Leasing Corporation, One West Pennsylvania Avenue, Suite 1000, Towson, MD 21204, covering 283 open top hopper cars numbered PSR 1700-1982, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "L. Gitomer", written over a horizontal line.

Louis E. Gitomer

Enclosures

## MEMORANDUM OF ASSIGNMENT AND AGREEMENT

This Memorandum of Assignment and Agreement is dated as of May<sup>30</sup>, 2003 by and between G FINANCE HOLDING CORP. ("G FINANCE"), assignee of Deutsche Financial Services Corporation (DFSC), assignee of ALLFIRST BANK ("ALLFIRST"), the assignor, and LASALLE NATIONAL LEASING CORPORATION ("LASALLE"), the assignee.

### WITNESSETH:

1. ALLFIRST, as lessor, entered into a Railcar Lease Agreement (the "Lease") dated as of December 6, 1999 with the Buffalo & Pittsburgh Railroad, Inc., as lessee, to lease 283 open top hopper cars numbered PSR 1700-1982, inclusive (the "Equipment"), to lessee. A Memorandum of Lease Agreement dated as of December 6, 1999 was recorded on December 17, 1999 at the Surface Transportation Board (the "Board") under Recordation No. 22628. An Assignment of Memorandum of Lease Agreement between ALLFIRST, as assignor, and DFSC, as assignee, was recorded on December 17, 1999 at the Board under Recordation No. 22630.

2. In consideration of the premises and the agreements herein contained and other good and valuable consideration, the receipt of which is hereby acknowledged, G FINANCE is, effective as of the date hereof: (a) assigning to LASALLE, all rights, title, interests, and obligations of G FINANCE in, under and to the Lease, and LASALLE is accepting all of the same, in each such case to the extent attributable to the period commencing on and continuing after the consummation of such assignment and acceptance on June 1, 2003 at 12:01 a.m. Eastern Daylight Time; and (b) selling the Equipment to LASALLE, and LASALLE shall be the owner of the Equipment and G FINANCE shall have no interest or authority of any nature regarding the Equipment. G FINANCE is not transferring, and LASALLE is not assuming, any obligations or liabilities of G FINANCE under or in any way related to the Lease.

3. This Memorandum of Assignment and Agreement may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

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JUN 10 '03 2:39 PM

SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, each of the parties hereto have caused this Memorandum of Assignment and Agreement to be executed by its duly authorized officer as of the date first written above.

G FINANCE HOLDING CORP.  
as Assignor

By: Stephen J. Gentry  
Name: Stephen J. Gentry  
Title: Managing Director

By: Lin Lou  
Name: Lin Lou  
Title: Director

LASALLE NATIONAL LEASING  
CORPORATION  
as Assignee

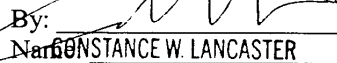
By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

IN WITNESS WHEREOF, each of the parties hereto have caused this Memorandum of Assignment and Agreement to be executed by its duly authorized officer as of the date first written above.

G FINANCE HOLDING CORP.  
as Assignor

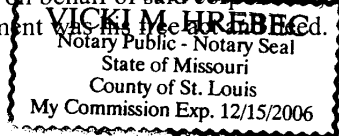
By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

LASALLE NATIONAL LEASING  
CORPORATION  
as Assignee

By:  \_\_\_\_\_  
Name: ~~Constance W. Lancaster~~ CONSTANCE W. LANCASTER  
Title: 1st VICE PRESIDENT

STATE OF MISSOURI )  
 ) ss  
COUNTY OF ST. LOUIS )

On this 3<sup>rd</sup> day of June, 2003, before me personally appeared STEPHEN J. GENTRY,  
to me personally known, who being by me duly sworn, says that he is the  
MANAGING DIRECTOR of G Finance Holding Corp. that the foregoing instrument was  
signed on behalf of said corporation, and he acknowledged that the execution of the said  
instrument was his free act and deed.



Vicki M. Hrebeg  
NOTARY PUBLIC

My commission expires: 12/15/2006

STATE OF Illinois )  
 ) ss  
COUNTY OF COOK )  
 LAKE )

On this 5<sup>th</sup> day of June, 2003, before me personally appeared Juergen E. Janczyk  
to me personally known, who being by me duly sworn, says that he is the  
Director of G Finance Holding Corp. that the foregoing instrument was  
signed on behalf of said corporation, and he acknowledged that the execution of the said  
instrument was his free act and deed.



Gail L. Tan  
NOTARY PUBLIC

My commission expires: 1/10/2007

STATE OF MARYLAND )  
 ) ss  
COUNTY OF BALTIMORE )

On this \_\_\_\_ day of June, 2003, before me personally appeared \_\_\_\_\_,  
to me personally known, who being by me duly sworn, says that he is the  
\_\_\_\_\_, of LaSalle National Leasing Corporation that the foregoing  
instrument was signed on behalf of said corporation, and he acknowledged that the  
execution of the said instrument was his free act and deed.

\_\_\_\_\_  
NOTARY PUBLIC

My commission expires:

STATE OF )  
 ) ss  
COUNTY OF )

On this \_\_\_\_ day of June, 2003, before me personally appeared \_\_\_\_\_,  
to me personally known, who being by me duly sworn, says that he is the  
\_\_\_\_\_, of G Finance Holding Corp. that the foregoing instrument was  
signed on behalf of said limited liability corporation, and he acknowledged that the  
execution of the said instrument was his free act and deed.

\_\_\_\_\_  
NOTARY PUBLIC

My commission expires:

STATE OF MARYLAND )  
 ) ss  
COUNTY OF BALTIMORE )

On this 2<sup>nd</sup> day of June, 2003, before me personally appeared Constance W. Lancaster  
to me personally known, who being by me duly sworn, says that he is the  
1<sup>st</sup> Vice President, of LaSalle National Leasing Corporation that the foregoing  
instrument was signed on behalf of said corporation, and he acknowledged that the  
execution of the said instrument was his free act and deed.

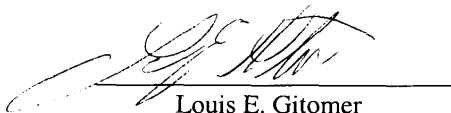
Regina M. McManus  
NOTARY PUBLIC

My commission expires: 10/1/04

REGINA M. MCMANUS  
NOTARY PUBLIC  
BALTIMORE COUNTY

# CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Memorandum of Assignment and Agreement dated as of May 30, 2003, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in black ink, appearing to read 'L. E. Gitomer', is written over a horizontal line.

Louis E. Gitomer  
June 10, 2003